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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
CENGAGE LEARNING, INC., <i>et al.</i> ,)	Case No. 13-44106 (ESS)
)	Case No. 13-44105 (ESS)
)	Case No. 13-44107 (ESS)
)	Case No. 13-44108 (ESS)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF AGENDA
OF MATTERS SCHEDULED FOR HEARING ON AUGUST 15, 2013**

Date and Time of	August 15, 2013 at 8:30 a.m. to 10:00 a.m.
Hearing:	12:30 p.m. to 2:00 p.m.
	3:00 p.m. to conclusion

Location of Hearing: Honorable Elizabeth S. Stong
United States Bankruptcy Court for the Eastern District of New York
271 Cadman Plaza East
Courtroom 2554
Brooklyn, New York 11201-1800

Copies of Motions: A copy of each pleading can be viewed on the Court's website at <http://www.nyeb.uscourts.gov/> and at the website of the Debtors' notice and claims agent, Donlin, Recano & Company, Inc. ("*Donlin Recano*") at <http://www.cengagecaseinfo.com>.

I. UNCONTESTED MATTERS RELATING TO THE DEBTORS' OPERATIONS AND ADMINISTRATION OF THESE CHAPTER 11 CASES

1. **Supplement to Wages and Benefits Motion** - Supplement to Debtors' Motion for Entry of Interim and Final Orders Authorizing, but not Directing, Payments of Prepetition (I) Wages, Salaries, and Other Compensation; (II) Reimbursable Employee Expenses; and (III) Employee Medical and Similar Benefits [**Docket No. 158**]

Responses Received: None

Related Documents:

- A. Declaration of Dean D. Durbin, Chief Financial Officer, in Support of the Debtors' Supplement to Debtors' Motion for Entry of Interim and Final Orders Authorizing, but Not Directing, Payments of Prepetition (I) Wages, Salaries, and Other Compensation; (II) Reimbursable Employee Expenses; and (III) Employee Medical and Similar Benefits [**Docket No. 159**]

Status: This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

2. **Case Management Motion** - Debtors' Motion for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures [**Docket No. 210**]

Responses Received: None

Related Documents: None

Status: The Debtors are working with the Office of the United States Trustee to resolve a few open items with respect to this motion; the Debtors anticipate that this matter will go forward on an uncontested basis for the purpose of presenting a proposed order.

3. **Ordinary Course Professionals Motion** - Debtors' Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business [**Docket No. 211**]

Responses Received: None

Related Documents: None

Status: The Debtors are working with the Office of the United States Trustee to resolve a few open items with respect to this motion; the Debtors anticipate that this matter will go forward on an uncontested basis for the purpose of presenting a proposed order.

4. **Interim Compensation Motion** - Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members [**Docket No. 212**]

Responses Received: None

Related Documents: None

Status: The Debtors are working with the Office of the United States Trustee to resolve a few open items with respect to this motion; the Debtors anticipate that this matter will go forward on an uncontested basis for the purpose of presenting a proposed order.

II. UNCONTESTED COMMITTEE MOTION

5. **Committee's Information Sharing Motion** - Motion of the Official Committee of Unsecured Creditors for an Order Establishing Information Sharing Procedures for Compliance with 11 U.S.C. §§ 102(B)(3) and 1103(C) [**Docket No. 209**]

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

III. CONTESTED MATTERS RELATING TO THE DEBTORS' USE OF CASH

6. **Cash Collateral Motion** — Debtors' Motion for Interim and Final Orders (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing [**Docket No. 7**]

Responses Received:

- A. Objection of the Second Lien Group to (I) Debtors' Motion for Entry of an Order Authorizing Use of Cash Collateral and (II) Debtors' Motion for Entry of an Order Authorizing Continued Use of Existing Cash Management System [**Docket No. 20**]
- B. Limited Objection of Affiliates of Centerbridge Partners, L.P. to (A) Debtors' Motion for Entry of an Order Authorizing the Use of Cash Collateral and (B) Debtors' Motion for Entry of an Order Authorizing Continued Use of Existing Cash Management System [**Docket No. 22**]
- C. Joinder and Supplemental Objection of the Second Lien Trustee to Entry of Final Orders (I) Authorizing Debtors' Use of Cash Collateral and (II) Authorizing Debtors' Continued Use of Existing Cash Management System [**Docket No. 161**]
- D. Limited Protective Response of Channel Center Landlord to Debtors' Motion for Interim and Final Orders (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing [**Docket No. 171**]
- E. Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 172**]
- F. Declaration of Steven D. Simms in Support of the Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 173**]
- G. REDACTED First Supplemental Declaration of Steven D. Simms in Support of the Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 188**]
- H. Supplement to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 261**]

Related Documents:

- A. Declaration of William C. Kosturos in Support of Debtors' Motion for Interim and Final Orders (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection to Prepetition

Secured Parties; and (III) Scheduling a Final Hearing **[Docket No. 17]**

- B. Interim Order (I) Authorizing the Use of Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, and (III) Scheduling A Final Hearing **[Docket No. 40]**
- C. Notice of Adjournment of Matters Scheduled for Hearing on July 24, 2013 **[Docket No. 95]**
- D. Stipulation and Agreed Order Extending Objection Deadline **[Docket No. 154]**
- E. Amended Stipulation and Agreed Order Extending Objection Deadline **[Docket No. 160]**
- F. Reply Memorandum of The Bank of New York Mellon in Support of Entry of Final Orders (I) Authorizing the Debtors' Use of Cash Collateral and (II) Authorizing the Debtors' Continued Use of Existing Cash Management System **[Docket No. 183]**
- G. Joint Omnibus Reply of the Administrative Agent for the First Lien Credit Facility and First Lien Group to the Objections to the Debtors' Request for Entry of Proposed Final Order (I) Authorizing the Use of Cash Collateral and (II) Granting Adequate Protection to the Prepetition Secured Parties **[Docket No. 184]**
- H. Debtors' Omnibus Reply in Support of the Debtors' Cash Collateral Motion and Cash Management Motion and in Response to Objections Thereto **[Docket No. 185]**
- I. Declaration of Michael E. Hansen, Chief Executive Officer, in Support of the Debtors' Omnibus Reply in Support of the Debtors' Cash Collateral Motion and Cash Management Motion and in Response to Objections Thereto **[Docket No. 185]**
- J. Response of Apax to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors (A) Cash Collateral Motion and (B) Cash Management Motion **[Docket No. 186]**
- K. Ex Parte Motion of the Official Committee of Unsecured Creditors for Leave to File Under Seal the First Supplemental Declaration of Steven D. Simms in Support of the Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion **[Docket No. 189]**

- L. Notice of Filing Blackline of Final Order (I) Authorizing the Use of Cash Collateral and (II) Granting Adequate Protection to Prepetition Secured Parties [**Docket No. 196**]
- M. Order Granting Motion to Seal Documents [**Docket No. 197**]
- N. Ex Parte Motion of the Official Committee of Unsecured Creditors for Leave to File Under Seal the Supplement to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 262**]
- O. Order Granting Ex Parte Motion of the Official Committee of Unsecured Creditors for Leave to File under Seal the Supplement to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 266**]

Status: This matter is going forward on a contested basis for the purpose of presenting a revised proposed final order.

- 7. **Cash Management Motion** — Debtors' Motion for Entry of an Order (I) Authorizing (A) Continued Use of Existing Cash Management System, (B) Maintenance of Existing Bank Accounts, (C) Continued Use of Existing Business Forms, and (D) Continued Use of Existing Investment Practices; and (II) (A) Granting Superpriority Administrative Expense Status to Postpetition Intercompany Claims, and (B) Authorizing Continued Performance Under Certain Intercompany Arrangements and Historical Practices [**Docket No. 13**]

Responses Received:

- A. Objection of the Second Lien Group to (I) Debtors' Motion for Entry of an Order Authorizing Use of Cash Collateral and (II) Debtors' Motion for Entry of an Order Authorizing Continued Use of Existing Cash Management System [**Docket No. 20**]
- B. Limited Objection of Affiliates of Centerbridge Partners, L.P. to (A) Debtors' Motion for Entry of an Order Authorizing the Use of Cash Collateral and (B) Debtors' Motion for Entry of an Order Authorizing Continued Use of Existing Cash Management System [**Docket No. 22**]
- C. Joinder and Supplemental Objection of the Second Lien Trustee to Entry of Final Orders (I) Authorizing Debtors' Use of Cash Collateral and (II) Authorizing Debtors' Continued Use of Existing Cash Management System [**Docket No. 161**]

- D. Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 172**]
- E. Declaration of Steven D. Simms in Support of the Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 173**]
- F. REDACTED First Supplemental Declaration of Steven D. Simms in Support of the Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 188**]
- G. Supplement to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 261**]

Related Documents:

- A. Interim Order (I) Authorizing (A) Continued Use of Existing Cash Management System, (B) Maintenance of Existing Bank Accounts, (C) Continued Use of Existing Business Forms, and (D) Continued Use of Existing Investment Practices; and (II) (A) Granting Superpriority Administrative Expense Status to Postpetition Intercompany Claims, and (B) Authorizing Continued Performance Under Certain Intercompany Arrangements and Historical Practices [**Docket No. 39**]
- B. Notice of Adjournment of Matters Scheduled for Hearing on July 24, 2013 [**Docket No. 95**]
- C. Stipulation and Agreed Order Extending Objection Deadline [**Docket No. 154**]
- D. Amended Stipulation and Agreed Order Extending Objection Deadline [**Docket No. 160**]
- E. Reply Memorandum of the Bank of New York Mellon in Support of Entry of Final Orders (I) Authorizing the Debtors' Use of Cash Collateral and (II) Authorizing the Debtors' Continued Use of Existing Cash Management System [**Docket No. 183**]
- F. Joint Omnibus Reply of the Administrative Agent for the First Lien Credit Facility and First Lien Group to the Objections to the Debtors' Request for Entry of Proposed Final Order (I) Authorizing the Use of Cash Collateral and (II) Granting Adequate Protection to the Prepetition Secured Parties [**Docket No. 184**]

- G. Debtors' Omnibus Reply in Support of the Debtors' Cash Collateral Motion and Cash Management Motion and in Response to Objections Thereto [**Docket No. 185**]
- H. Declaration of Michael E. Hansen, Chief Executive Officer, in Support of the Debtors' Omnibus Reply in Support of the Debtors' Cash Collateral Motion and Cash Management Motion and in Response to Objections Thereto [**Docket No. 185**]
- I. Response of Apax to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 186**]
- J. Ex Parte Motion of the Official Committee of Unsecured Creditors for Leave to File Under Seal the First Supplemental Declaration of Steven D. Simms in Support of the Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 189**]
- K. Order Granting Motion to Seal Documents [**Docket No. 197**]
- L. Amended Interim Order (I) authorizing (A) Continued use of Existing Cash Management System, (B) Maintenance of Existing Bank Accounts, (C) Continued use of Existing Business Forms and (D) Continued use of Existing Investment Practices and (II)(A) Granting Superpriority Administrative Expense Status to Postpetition Intercompany Claims and, (B) Authorizing Continued Performance under Certain Intercompany Arrangements and Historical Practices [**Docket No. 236**]
- M. Ex Parte Motion of the Official Committee of Unsecured Creditors for Leave to File Under Seal the Supplement to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 262**]
- N. Order Granting Ex Parte Motion of the Official Committee of Unsecured Creditors for Leave to File under Seal the Supplement to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' (A) Cash Collateral Motion and (B) Cash Management Motion [**Docket No. 266**]

Status: This matter is going forward for the purpose of presenting a revised proposed final order.

IV. CONTESTED PROFESSIONAL RETENTION APPLICATIONS

8. **Willkie Farr & Gallagher Retention Application** - Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Special Investigation Counsel to the Independent Director of Debtors and Debtors in Possession Pursuant to Sections 327(e) and 1107(b) of the Bankruptcy Code [**Docket No. 133**]

Responses Received:

- A. Protective Objection and Reservation of Rights of the Official Committee of Unsecured Creditors to Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Special Investigation Counsel to the Independent Director of Debtors and Debtors In Possession Pursuant to Sections 327(a) and 1107(b) of the Bankruptcy Code [**Docket No. 241**]

Related Documents:

- A. Notice of Filing of Revised Proposed Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Special Investigation Counsel to the Independent Director of Debtors and Debtors in Possession Pursuant to Sections 327(e) and 1107(b) of the Bankruptcy Code [**Docket No. 238**]
- B. First Supplemental Declaration of Marc Abrams in Support of Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Special Investigation Counsel to the Independent Director of Debtors and Debtors in Possession Pursuant to Sections 327(e) and 1107(b) of the Bankruptcy Code [**Docket No. 242**]
- C. Notice of Filing of Engagement Letter By and Between the Debtors and Willkie Farr & Gallagher LLP as Special Investigation Counsel to the Independent Director of Debtors and Debtors in Possession [**Docket No. 255**]

Status: This matter is going forward.

V. CONTESTED COMMITTEE INVESTIGATION MOTION

9. **Committee's Apax Investigation Motion** - Motion of the Official Committee of Unsecured Creditors for an Order Terminating or, in the Alternative, Suspending the Debtors' Prepetition Investigation into Certain Conduct of Apax Partners, L.P. and Its Affiliates [**Docket No. 164**]

Responses Received:

- A. Debtors' Objection to Motion of the Official Committee of Unsecured Creditors for an Order Terminating or, in the Alternative, Suspending the Debtors Prepetition Investigation into Certain Conduct of Apax Partners, L.P. and Its Affiliates [**Docket No. 180**]
- B. Declaration of Richard D. Feintuch in Support of Debtors' Objection to Motion of the Official Committee of Unsecured Creditors for an Order Terminating or, in the Alternative, Suspending the Debtors Prepetition Investigation into Certain Conduct of Apax Partners, L.P. and Its Affiliates [**Docket No. 181**]

Related Documents:

- A. Motion for an Order (I) Shortening Time Period for Notice and Providing for Related Relief and (II) Scheduling Hearing for Motion of the Official Committee of Unsecured Creditors for an Order Terminating or, in the Alternative, Suspending the Debtors' Prepetition Investigation into Certain Conduct of Apax Partners, L.P. and Its Affiliates [**Docket No. 165**]
- B. Scheduling Order Pursuant to Bankruptcy Rule 9006(c) (I) Shortening Time Period for and Limiting of Notice and (II) Scheduling Hearing for Motion of the Official Committee of Unsecured Creditors for an Order Terminating or, in the Alternative, Suspending the Debtors' Prepetition Investigation into Certain Conduct of Apax Partners, L.P. and Its Affiliates [**Docket No. 166**]
- C. Supplement to Motion of the Official Committee of Unsecured Creditors for an Order Terminating or, in the Alternative, Suspending the Debtors' Prepetition Investigation into Certain Conduct of Apax Partners, L.P. and Its Affiliates and Reply to Debtors' Objection and Feintuch Statement [**Docket No. 195**]

Status: This matter is going forward.

Brooklyn, New York
Dated: August 14, 2013

/s/ Jonathan S. Henes

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